

MAR 08 '11 -2 46 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

**VIA UPS 2<sup>nd</sup> DAY AIR**

March 3, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20423-001  
Attn: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21702. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company  
110 Franklin Road SE  
Roanoke, VA 24042


A description of the railroad equipment covered by the enclosed document is for five hundred (500) covered hopper cars having NS marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures  
(NS093)

ASSGN. NO.: NS093

## MEMORANDUM OF LEASE

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29<sup>th</sup> day of SEPTEMBER, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 61 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of AUG. 26, 2010, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
 Name: RICHARD F. SEYMOUR  
 Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska  
 Name: SUSAN GROKULSKY  
 Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 1 day of October, 2010

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

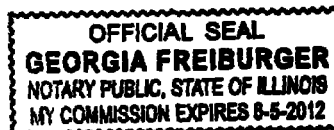
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of October, 2010.

Notary Public

My Commission Expires:

6-2012  
 (Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: [Signature]  
Name: Kenneth E. Jensen  
Title: Director Purchasing

Executed on this 29 day of Sept., 2010.

[CORPORATE SEAL]

STATE OF Virginia  
COUNTY OF Roanoke

I, Patricia Aynsley Sowers, a Notary Public of the County and State aforesaid, certify that Kenneth Jensen personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29 day of September, 2010.

Patricia Aynsley Sowers  
Notary Public

My Commission Expires:

12-31-13  
(Notary Public)

**EXHIBIT A – MEMORANDUM OF LEASE**

NUMBER OF CARS: Five hundred (500)

DESCRIPTION OF CARS: 5150 cu. ft. and 5250 cu. ft. covered hopper cars, 286,000 GRL

CAR NUMBERS: NS 295400 through NS 295899, inclusive